

**WARRUGANG SKI CLUB LIMITED
NOTICE OF ANNUAL GENERAL MEETING
2022**

Explanatory Note re Special Resolutions

Item 4 of the AGM agenda is –

To consider and if thought fit, to pass the following resolutions as special resolutions to amend the Articles of Association of Warrugang Ski Club Ltd as follows—

Resolution 4 (a): Delete clause 39 and insert instead—

39. *The Directors shall be no more than 9 members of the Club elected as herein provided.*

The relevant Articles of Association currently state—

39. The Directors shall be the officers hereinafter mentioned and **DIRECTORS**
(unless and until otherwise resolved by the Club in general meeting) not less than three nor more than four other members of the Club elected as herein provided.

*** Last amended by resolution of Annual General Meeting of 9/05/2003.*

40. The officers of the Club shall consist of a President, an **OFFICERS**
Honorary Secretary, and an Honorary Treasurer, all of whom shall be members of the Club. The first officers shall be: -

President D. Pinkstone
Vice-President R.S. Cater
Honorary Secretary B. Pinkstone
Hut Manager D. Hopkins
Honorary Treasurer H.V. Mladek

and they, together with G. Fox, B. Williams, J. Howell, G. Falconer, E. Jacobs, P. Body and C. Branch, shall be the first Directors of the Club.

*** Last amended by resolution of Extraordinary General Meeting of 8/11/60.*

The wording in clause 39 "the Directors shall be the officers hereafter mentioned" is followed by clause 40 which specifies 3 officers by position but then states, "The first officers shall be" going on to name 5 officers; which is ambiguous. It appears that there were either 10 or 12 directors initially and that subsequently the number should be, subject to resolution of the general meeting, 7 or 9.

Some directors have a recollection that an AGM placed a limit of 7 on the number of directors that could be appointed.

That may have been done as a resolution under clause 39 or could have sprung from concept that the 7 would be the President, Secretary and Treasurer together with the 4 other members mentioned in clause 39.

In any event, the Board has kept within that size for many years – sometimes having as few as 5.

At present, we have 7 directors and Tony Wilson has been nominated as well.

The present directors – between those duties and their other tasks – all seem to have sufficient to keep them busy so an extra director or 2 will be of assistance to lighten the load for the others and add further perspective to discussions. It seems to me to be the preferable approach.

Lastly, it is not intended to change clause 40 which doesn't seem necessary as it is historical – clause 39 will provide us with the way forward.

Resolution 4 (b): Delete clause 61 and insert instead—

- 61. (a) *The quorum for a meeting of Directors shall be calculated by adding 2 to the number of directors then currently appointed and halving the resultant number. Should that number not be a whole number, the quorum shall be that number rounded up to the next whole number.*
- (b) *The Chairman shall have a deliberative vote and shall in addition have a casting vote where the voting after counting his deliberative vote shall be equal.*

The relevant Articles of Association currently state—

61. The quorum for a meeting of Directors shall be five and the Chairman shall have a deliberative vote and shall in addition have a casting vote where the voting after counting his deliberative vote shall be equal.

QUORUM & CHAIRMAN'S VOTE

*** Last amended by resolution of Annual General Meeting of 9/05/2003.*

The aim of the special resolution is to provide a mechanism to enable the calculation of the quorum for a Board meeting; whether we have 5, 6, 7, 8 or 9 directors – not changing the situation in relation to the chairman who, under clause 62 is the president. This is an example as to how it will work –

Number of Directors	Number of Directors + 2, then rounded if necessary
5	4
6	4
7	5
8	5
9	6

I commend the resolutions to you.

Tim Doubleday
President